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SURFACE TRANSPORTATION BOARD

**ELIAS C. ALVORD (1942)
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**OF COUNSEL
URBAN A. LESTER**

April 2, 2007

**Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 8, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26853.

The names and addresses of the parties to the enclosed document are:

**Lessor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, Rhode Island 02901**

**Lessee: Cemex, Inc.
840 Gessner, Suite 1400
Houston, Texas 77024**

Mr. Vernon A. Williams
April 2, 2007
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A description of the railroad equipment covered by the enclosed document is:

56 covered hopper railcars within the series SDWX 9701 – SDWX 9791 as more particularly set forth in the equipment schedule attached to the document.

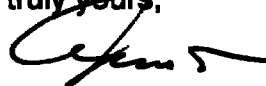
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 30, 2007, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and CEMEX, INC. ("Lessee"), with reference to the following:

1. Pursuant to Lease Agreement Schedule No. 07709-00402-002 (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the railroad equipment identified in the Schedule A attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC
As Lessor

By: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

CEMEX, INC.
As Lessee

By: Everardo Villarreal
Name: Everardo Villarreal
Title: Treasurer

State of Rhode Island)
) ss:
County of Providence)

On this 2nd day of April, 2007, before me personally appeared Patricia Smith - Disu, to me personally known, who being duly sworn, says that he/she is Vice President of Banc of America Leasing & Capital, LLC, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Autilia B. Wilson
Notary Public Autilia B. Wilson

My Commission expires on: ~~March 2, 2010~~ 10/20/08



State of Texas)
) ss:
County of Harris)

On this 30 day of march, 2007, before me personally appeared Everardo villarreal, to me personally known, who being duly sworn, says that he/she is Treasurer of CEMEX, INC., that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

[Signature]
Notary Public

My Commission expires on: March 2, 2010

Bank of America



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof:

Schedule to Lease Agreement No. 07709-00402-002
and Memorandum of Lease Agreement

with: CEMEX, INC.

Qty	Description
Equipment is initially located at: 840 Gessner, Suite 1400, Houston, TX 77024	
56	1997 Railcar, Thrall, 110-ton, covered hoppers
	SDWX 9701
	SDWX 9705
	SDWX 9712
	SDWX 9723
	SDWX 9728
	SDWX 9731
	SDWX 9734
	SDWX 9736
	SDWX 9737
	SDWX 9738
	SDWX 9740
	SDWX 9741
	SDWX 9742
	SDWX 9743
	SDWX 9744
	SDWX 9745
	SDWX 9746
	SDWX 9747
	SDWX 9748
	SDWX 9749
	SDWX 9750
	SDWX 9752
	SDWX 9753
	SDWX 9754
	SDWX 9756
	SDWX 9757
	SDWX 9758
	SDWX 9759
	SDWX 9760
	SDWX 9760
	SDWX 9761
	SDWX 9762
	SDWX 9763
	SDWX 9765
	SDWX 9766
	SDWX 9767
	SDWX 9768
	SDWX 9769
	SDWX 9770
	SDWX 9772
	SDWX 9773
	SDWX 9775
	SDWX 9776
	SDWX 9777
	SDWX 9779
	SDWX 9780
	SDWX 9781
	SDWX 9783
	SDWX 9784
	SDWX 9785
	SDWX 9786
	SDWX 9787
	SDWX 9788
	SDWX 9789
	SDWX 9790
	SDWX 9791

with all standard and accessory equipment

**BANC OF AMERICA LEASING & CAPITAL, LLC
SUCCESSOR-BY-MERGER TO
FLEET CAPITAL CORPORATION**

By: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

CEMEX, INC.

By: [Signature]
Name: Ererardo Villarreal
Title: Treasurer

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/2/07



Robert W. Alvord